10. Report of the Board of Directors on the draft resolutions

1. APPROVAL OF THE STATUTORY ACCOUNTS FOR FINANCIAL YEAR ENDED DECEMBER 31, 2023 *(FIRST RESOLUTION)*

We recommend that you approve the financial statements for the financial year ended December 31, 2023, which shows a net profit of 93,893,770.28 euros.

These 2023 financial statements and the related statutory auditors' report are included in section 6.2 of the 2023 Universal Registration Document (published on the Company's website (www.cgg.com) and available upon request to the Company).

2. ALLOCATION OF EARNINGS FOR FINANCIAL YEAR ENDED DECEMBER 31, 2023 *(SECOND RESOLUTION)*

Our proposed allocation of the Company's result is in accordance with the law and our articles of association.

We propose to allocate the entire result of the financial year ended December 31, 2023, i.e. the net profit of 93,893,770.28 euros, to the Carry forward account which is increased from an amount of 150,068,481.47 euro to the amount of 243,962,251.75 euros.

Pursuant to the provisions of article 243bis of the French *Code Général des Impôts*, the General Meeting acknowledges that no dividends were distributed over the last three financial years.

3. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR FINANCIAL YEAR ENDED DECEMBER 31, 2023 *(THIRD RESOLUTION)*

We recommend that you approve the consolidated financial statements for the financial year ended December 31, 2023, which shows a profit (Group's part) of 12,874,415 US$.

The 2023 consolidated financial statements and the related statutory auditors' report are included in section 6.1 of the 2023 Universal Registration Document (published on the Company's website (www.cgg.com) and available upon request to the Company).

4. APPOINTMENT OF ERNST & YOUNG ET AUTRES AS STATUTORY AUDITOR IN CHARGE OF THE ASSURANCE OF SUSTAINABILITY INFORMATION *(FOURTH RESOLUTION)*

On the joint recommendation of the Audit and Risk Management Committee and HSE/Sustainable Committee, we recommend that you approve the appointment of Ernst & Young et Autres, as the Company's statutory auditor in charge of the assurance of sustainability information, for the remaining term of its mandate as the Company's statutory auditor for the certification of the financial statements, i.e. for a term of one financial year expiring at the end of the General Meeting called to approve the financial statements for the year ending 31 December 2024.

5. TERMS AS DIRECTORS *(FIFTH AND SIXTH RESOLUTIONS)*

We remind you that the terms of office as members of the Board of Directors of Mrs. Helen LEE BOUYGUES and Mrs. Heidi PETERSEN will expire at the end of this General Meeting called to approve the annual accounts closed on December 31, 2023.

Upon recommendation of the Remuneration, Appointment and Governance Committee, we propose to renew the term of office of Mrs. Helen LEE BOUYGUES for a four-year term expiring at the end of the General Meeting to be held in 2028 to approve the financial statements for the previous financial year. The Board of Directors believes that the renewal of Mrs. Helen LEE BOUYGUES will enable the continuation of the Group's transformation to which she has contributed since her appointment as director in 2018. Her expertise in restructuring, combined with her knowledge of the Company, will contribute to the value of the debates and the effective implementation of the transformation.

As Mrs. Heidi PETERSEN had expressed the wish not to be renewed in her functions for personal reasons, we propose the appointment of Mr. Olivier JOUVE as a Director for a four-year term, until the end of the General Meeting to be held in 2028 to approve the financial statements for the previous financial year. Following the Remuneration, Appointment and Governance Committee's recommendations, we believe that Mr. Olivier JOUVE's extensive expertise in product management, artificial intelligence and machine learning, as well as his deep understanding of business transformation sector would be a great benefit to the Group.

5.1 INDEPENDENCE AND GENDER BALANCE

The Board of Directors, following the Remuneration, Appointment and Governance Committee's recommendation, considers that Mrs. Helen LEE BOUYGUES and Mr. Olivier JOUVE are qualified as independent members in accordance with the independence criteria of the AFEP-MEDEF Code, which is adopted by the Company as its reference code for corporate governance. In this respect, it is specified that Mrs. Helen LEE BOUYGUES and Mr. Olivier JOUVE do not have any business relationship with the Group.

If you approve the renewal of the term of office of Mrs. Helen LEE BOUYGUES and the appointment of Mr. Olivier JOUVE:

- The Board's independence rate, defined in accordance with the criteria of the AFEP-MEDEF Code, would be maintained at 87.5% (it being specified that the director representing the employees has not been included in this calculation). The Company will thus continue to comply with the recommendations of this Code regarding the proportion of independent members,
- The proportion of women on the Board would be 50% (it being specified that the director representing employees has not been included in this calculation), in accordance with the law.

Information on the composition of the Board and the assessment of the independence of the directors is provided in section 4.1.3.1 of the 2023 Universal Registration Document.

5.2 SKILLS, EXPERIENCE, COMPETENCE AND KNOWLEDGE OF THE GROUP

Information regarding the skills and experience of the candidates and the reason for their candidatures is detailed hereinafter and in section 4.1.3.1 of the 2023 Universal Registration Document for Mrs. Helen LEE BOUYGUES:

- **Mrs. Helen LEE BOUYGUES**

Mrs. Helen LEE BOUYGUES, 51 years old, US national, is an independent Director of CGG since 2018. As of December 31, 2023, she holds 20,000 shares of CGG. Mrs. Helen LEE BOUYGUES received her Bachelor of Arts, *magna cum laude*, from Princeton University in Political Science and a Master of Business Administration from Harvard Business School. Mrs. Helen LEE BOUYGUES started her career in 1995 at J.P. Morgan in the M&A group in New York and in Hong Kong. In 1997, she joined Pathnet Inc., a telecommunications provider based in Washington DC, as Director of Development and Finance. From 2000 until 2004, she worked at Cogent Communications Inc. as Chief Operating Officer, Chief Financial Officer and Treasurer. She thereafter became a Partner at Alvarez & Marsal Paris, where she left to launch her own consulting firm specialized in corporate turnaround and transformations in 2010. In 2014, she integrated her team at McKinsey & Company in Paris where she was Partner responsible for the division Recovery and Transformation Services. Since June 2017, she is President of LB Associés, a consulting firm. In addition to her directorship at CGG, Mrs. Helen LEE BOUYGUES is a Director of the following companies listed on Euronext Paris: Burelle SA, NEOEN SA, Atos SE and Latecoere SA[1].

- **Mr. Olivier JOUVE**

Mr. Olivier JOUVE, 58 years old, is a French and American National based in North Carolina, USA. He holds two master's degrees in computer science and geophysics/geochemistry from Pierre and Marie Curie University. He started his career in 1989 as a Software engineer at CISI before founding several companies of his own, in particular, Instoria that he sold to LexiQuest. Mr. Olivier JOUVE has been a pioneer in artificial intelligence, in particular in natural language processing. He also served as an Associate Professor of Computer Science at Leonardo Da Vinci University in Paris and held his first executive positions at LexiQuest as COO and at SPSS Inc, a leading Public data mining company, as VP Product Management and Marketing and then Corporate Development. In 2009, he joined IBM after the acquisition of SPSS Inc. where he held several senior executive roles for almost 8 years including Global Director of Product Management for IBM Industry Solutions and Global Vice President of Offering Management for IBM Watson IoT. Since 2017, Mr. Olivier JOUVE has been working at GENESYS, a $2B+ company, where he spent 7 years in the position of Executive VP and General Manager of Cloud and AI development and holds now the position of Executive VP and Chief Product Officer. He is responsible for the overall product direction and innovation of GENESYS, including oversight of the Genesys Cloud™ platform. Through this transformation to the Cloud, Mr. Olivier JOUVE supports the Genesys goal to be carbon neutral by 2030. Over the course

[1] *Her office as Director of Latecoere SA will not be renewed and will end at the Shareholders General Meeting to be held on May 13, 2024.*

of his career, Mr. Olivier JOUVE has built an expertise in Cloud Hyperscalers, artificial intelligence, product management and development, as well as a deep understanding of business transformation and corporate development.

5.3 ATTENDANCE RATE

The individual attendance rates of all Board members are detailed in section 4.1.3.4 of the 2023 Universal Registration Document.

The attendance rates for Board and Committee meetings during the 2023 financial year of Mrs. Helen LEE BOUYGUES, the candidate for renewal, is detailed below:

	Helen LEE BOUYGUES
Board of Directors	100 %
Audit and Risk Management Committee	100 %
Investment Committee	100 %

5.4 NATIONALITIES AND AGE RATE OF THE BOARD OF DIRECTORS

If you approve the renewal of Mrs. Helen LEE BOUYGUES and the appointment of Mr. Olivier JOUVE as Directors:

- The average age of the members of the Board of Directors would be nearly 60 years;
- The internationalization rate of the Board of Directors would be 3 nationalities represented (France, USA and UK);

in accordance with the diversity objectives presented in section 4.1.3.1.d) of the 2023 Universal Registration Document.

6. STATUTORY AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS - ACKNOWLEDGMENT OF THE ABSENCE OF ANY NEW AGREEMENT *(SEVENTH RESOLUTION)*

We ask you to acknowledge that there is no new agreement referred to in Articles L. 225-38 et seq. of the French *Commercial Code*.

No agreement has been concluded or previously authorized which remained in force.

The statutory auditors' special report on regulated agreements is included in section 4.1.4.4 of the 2023 Universal Registration Document.

7. SAY ON PAY *(EIGHTH TO THIRTEENTH RESOLUTIONS)*

7.1 SAY ON PAY EX POST

7.1.1 Approval of the information mentioned under part I of Article L.22-10-9 of the French *Commercial Code (eighth resolution)*

In accordance with article L. 22-10-34 I of the French Commercial Code, we request that you approve the information referred to in I of article L. 22-10-9 of the French *Commercial Code* contained in the 2023 Universal Registration Document under section 4.2.2.

This information includes all remuneration paid to corporate officers during the past financial year or granted pursuant to the same financial year. It also includes the equity ratios used to monitor the evolution of the compensation of corporate officers in relation to that of employees and the performance of CGG.

7.1.2 Approval the fixed, variable and exceptional components constituting the global remuneration and benefits of any kind paid during the past financial year or granted in respect of the same financial year to Mr. Philippe SALLE, Chairman of the Board of Directors *(ninth resolution)*

In accordance with article L. 22-10-34 II of the French Commercial Code, we request that you approve the fixed, variable and exceptional components of the global remuneration and benefits in kind paid during the past financial year, or granted pursuant to the same financial year, to Mr. Philippe SALLE, Chairman of the Board of Directors, as presented below.

These elements are in line with the remuneration policy for the Chairman of the Board of Directors for financial year 2023 adopted by the Combined General Meeting of Thursday, May 4, 2023 in its eleventh ordinary resolution.

Remuneration elements put to the vote	Amounts paid in 2023	Amount allocated for 2023 or Accounting valuation	Information
Fixed remuneration	€170,000	€170,000	In accordance with the 2023 remuneration policy applicable to the Chairman of the Board of Directors approved by the Shareholders' Meeting of May 4, 2023, Philippe Salle received a fixed annual remuneration of €170,000 for his duties as Chairman of the Board of Directors (unchanged since 2018).
Annual variable remuneration	Not applicable	Not applicable	Philippe SALLE does not receive any variable remuneration.
Deferred variable remuneration	Not applicable	Not applicable	Philippe SALLE does not receive any deferred variable remuneration.
Multi-annual variable remuneration (cash)	Not applicable	Not applicable	Philippe SALLE does not receive any multi-annual variable remuneration.
Exceptional remuneration	Not applicable	Not applicable	Philippe SALLE does not receive any exceptional remuneration.
Stock options, performance shares, and any other long-term remuneration element	Not applicable	Not applicable	Philippe SALLE does not receive any allocation of stock options or performance shares.
Remuneration allocated to Directors	€72,000 (allocated for 2022 and paid in 2023)	€70,000 (allocated for 2023 and to be paid in 2024)	In accordance with the 2023 remuneration policy applicable to the Board of Directors approved by the Shareholders' Meeting of May 4, 2023, Philippe SALLE will receive in 2024, for the year 2023 and for his term of office as Director, a variable portion amounting to €70,000 (considering his attendance rate over 90%).
Valuation of benefits of any kind	Not applicable	Not applicable	Philippe SALLE does not benefit from any benefit in kind.
Severance pay	Not applicable	Not applicable	Philippe SALLE is not entitled to any severance pay.
Non-compete indemnity	Not applicable	Not applicable	Philippe SALLE is not entitled to any non-compete indemnity.
General Benefits plan	Not applicable	Not applicable	For 2023, Philippe Salle do not benefit from such plans.
Supplementary pension plan	Not applicable	Not applicable	Philippe SALLE does not benefit from a supplementary pension plan.

7.1.3 Approval of the fixed, variable and exceptional components constituting the global remuneration and benefits of any kind paid for the past financial year or granted in respect of the same financial year, to Mrs. Sophie ZURQUIYAH, Chief Executive Officer *(tenth resolution)*

in accordance with article L.22-10-34, II of the French Commercial Code, we request that you approve the fixed, variable and exceptional components of the global remuneration and benefits in kind paid during the past financial year, or granted pursuant to the same financial year, to Mrs. Sophie ZURQUIYAH, Chief Executive Officer, as presented below.

These elements are in line with the remuneration policy for the Chairman of the Board of Directors for financial year 2023 adopted by the Combined General Meeting of Thursday, May 4, 2023 in its twelfth ordinary resolution.

Remuneration elements put to the vote	Amounts paid in 2023	Amount allocated for 2023 or Accounting valuation	Information
Fixed remuneration	€680,400	€680,400	
Annual variable remuneration (Payment of the annual variable remuneration is subject to approval by the 2023 General Meeting under the conditions provided for in Article L. 22-10-34, II of the French Commercial Code)	€879,076 (allocated for 2022 and paid in 2023)	€775,656 (allocated for 2023 and to be paid in 2024)	Sophie ZURQUIYAH receives a variable remuneration subject to fulfilling non-financial objectives (representing one third of variable remuneration) and financial objectives (representing two thirds of variable remuneration). The financial criteria are based on fulfilling the Group's budgetary objectives, set by the Board of Directors. Her target amount is set to 100% of her fixed remuneration. The performance criteria and/or conditions were established by the Board meeting of March 2, 2023. **The financial objectives are as follows:** - Group Net Cash Flow (25%); - Free EBITDA (25%); - Group Segment revenues (25%); and - Operating income (25%). **The non-financial objectives focused on:** - Group Strategic and Financial Plan Management (30%); - Business and Operational Performance Management (30%); - Organization and Human Resources Management (10%); - ESG/HSE (30%). On the basis of fulfilling the above financial and non-financial conditions and the financial statements for the year 2023, and upon recommendation of the Appointment, Remuneration and Governance Committee, the Board of Directors, at its meeting of March 6, 2024, set this variable remuneration at €775,656. This payment corresponds to an overall fulfilment rate of 114.0% of the objectives (out of a possible

Remuneration elements put to the vote	Amounts paid in 2023	Amount allocated for 2023 or Accounting valuation	Information
			maximum of 166.67%). This rate is applied to the target amount of variable remuneration (corresponding to 100% of the annual fixed remuneration of Sophie ZURQUIYAH). Payment of this remuneration will be subject to the approval by the 2024 General Meeting.
Deferred variable remuneration	Not applicable	Not applicable	Sophie ZURQUIYAH does not receive any deferred variable remuneration.
Exceptional remuneration	Not applicable	Not applicable	Sophie ZURQUIYAH did not receive any exceptional remuneration in 2023.
Remuneration allocated to Directors	Not applicable	Not applicable	Sophie ZURQUIYAH does not receive any remuneration allocated to Directors.
General benefits plan	Not applicable	€5,214	Sophie ZURQUIYAH benefits from the general compulsory benefits plan of the Group applicable to all employees. For 2023, the amount corresponding to the expense borne by the Company under this scheme represents €5,214 for Sophie ZURQUIYAH.
International medical insurance	Not applicable	€33,262	Sophie ZURQUIYAH benefits from an international medical insurance contract. For 2023, the amount corresponding to the expense borne by the Company under this contract is €33,262 (US$35,905 converted in euros on the basis of an average conversation rate for the year 2023 of 0,9264). The cost of this international medical insurance is borne by CGG SA.
Valuation of benefits in kind (company car)	Not applicable	€9,600	The Board of Directors, at its meeting of April 26, 2018, decided that for her duties as Chief Executive Officer, Sophie ZURQUIYAH would benefit from a company car, the reinstatement of which cannot give rise to a benefit in kind greater than an annual amount of €11,880.
Valuation of benefits in kind (unemployment insurance)	Not applicable	€12,043	Sophie ZURQUIYAH benefits from an individual unemployment insurance plan with the GSC. This guarantee provides for the payment of a maximum percentage of 13.3% of Sophie ZURQUIYAH's target remuneration in 2023 (i.e. €180,998) over a period of 12 months.
Multi-annual variable remuneration (cash)	Not applicable	Not applicable	No multi-annual variable remuneration plan was implemented by the Company during the 2023 financial year.

Remuneration elements put to the vote	Amounts paid in 2023	Amount allocated for 2023 or Accounting valuation	Information
Stock options, performance shares, and any other long-term remuneration element (Valuation according to the method used for the consolidated accounts for the 2023 financial year)		Stock options: €111,800	At its meeting of June 22, 2023, and on the basis of the 15th resolution of the General Meeting of May 5, 2022, the Board of Directors granted Sophie ZURQUIYAH 430,000 stock options, i.e. 0.060% of the Company's share capital at the date of the grant. The acquisition of rights is subject to presence in June 2026 (i.e. 3 years from the award by the Board of Directors). The acquisition of rights is subject to the fulfilment of four performance conditions, to be achieved over the vesting period relating to: - a performance condition based on a growth objective of the share price of CGG in relation to the evolution of a stock market performance index composed of the share prices of a panel of peers composed of companies in the Petroleum sector and related fields – TGS ASA, PGS ASA, Fugro NV, Core laboratories VV, Nov Inc, MagSeis Fairfield ASA, Valaris LTD, Technip FMC PLC and Hunting – (hereinafter "benchmark") over the acquisition period, calculated at the date of acquisition, conditioning 40% of the award, it being specified that: • a CGG share growth above or equal to 130% of the median growth of the benchmark will trigger 100% of CGG options to vest under this condition; • a CGG share growth strictly above 100% and strictly below 130% of benchmark index median growth will trigger between 75% and 100% of CGG Options to vest under this condition on the basis of a linear acquisition scale; • a CGG share growth equal to 100% of the median growth of the benchmark will trigger 75% of CGG options to vest under this condition; • a CGG share price growth strictly below 100% of the median of the benchmark, will not trigger any vesting, i.e. no option will be acquired under this condition. - a performance condition based on the achievement of a cumulative Free EBITDA target for the years 2023, 2024 and 2025, conditioning 20% of the award; if the

Remuneration elements put to the vote	Amounts paid in 2023	Amount allocated for 2023 or Accounting valuation	Information
			objective is not achieved, no right is acquired under this condition; - a performance condition based on the achievement of an average net debt to EBITDAs ratio target for the year 2025, conditioning 20% of the allocation; if the objective is not achieved, no right is acquired under this condition; - a performance condition based on the achievement of an environmental, social and governance objective conditioning 20% of the award; if the objective is not attained, no rights are acquired under this condition. An ESG scorecard has been defined including the following criteria and indicators: • Social (40%) including indicators of diversity and employee engagement; • HSE (20%) and more precisely an indicator linked to the "Total recordable case frequency" (TRCF); • Environmental (40%) including indicators related to carbon neutrality, energy use efficiency in data centers (PUE) and carbon intensity. The fulfilment of the performance conditions entitles the holder to the grant of 100% of the options on the date on which this realization is determined by the Board. The exercise price of these options is €0.68, set on the basis of the average closing price of the CGG share during the twenty (20) trading days preceding the grant. The options have a duration of eight years. Other conditions applicable to this plan are set out in paragraph 4.2.2.1.B of the Universal Registration Document 2023.
		Performance shares: €275,200	At its meeting of June 22, 2023, and on the basis of the 14th resolution of the General Meeting of May 5, 2022, the Board of Directors granted Sophie ZURQUIYAH 430,000 performance shares, i.e. 0.060% of the Company's share capital at the date of the grant. The acquisition of rights is subject to presence in June 2026 (i.e. three years from the date of grant) subject to the fulfilment of the following

Remuneration elements put to the vote	Amounts paid in 2023	Amount allocated for 2023 or Accounting valuation	Information
			performance conditions, to be met over a three-year vesting period: - a performance condition based on the achievement of a cumulative Free EBITDA target for the years 2023, 2024 and 2025, conditioning 40% of the allocation; if the objective is not achieved, no right is acquired under this condition; - a performance condition based on the achievement of an average net debt to EBITDAs ratio target for the full year 2025, conditioning 40% of the allocation; If the objective is not attained, no right is acquired under this condition; - a performance condition based on the achievement of an environmental, social and governance objective conditioning 20% of the award; if the objective is not attained, no rights are acquired under this condition. An ESG scorecard has been defined including the following criteria and indicators: • Social (40%) including indicators of diversity and employee engagement, • HSE (20%) and more precisely an indicator linked to the “Total recordable case frequency” (TRCF), • Environmental (40%) including indicators related to carbon neutrality, energy use efficiency in data centers (PUE) and carbon intensity. Other conditions applicable to this plan are set out in paragraph 4.2.2.1.B. of the 2023 Universal Registration Document.
Supplementary pension plan	Not applicable	€13,198	Sophie ZURQUIYAH benefits from a collective defined-contribution funded pension plan implemented for the Group’s executives since January 1, 2005. The contribution is calculated with reference to the Annual Social Security Ceiling: - tranche A – up to 1 Annual Social Security Ceiling: 0.5% employee contribution and 1% employer contribution; - tranche B – between 1 and 4 Annual Social Security Ceilings: 2% employee contribution and 3% employer contribution;

Remuneration elements put to the vote	Amounts paid in 2023	Amount allocated for 2023 or Accounting valuation	Information
			- tranche C – between 4 and 8 Annual Social Security Ceilings: 3.5% employee contribution and 5% employer contribution. The contribution base consists exclusively of the gross annual remuneration for the year declared, the base salary, the annual variable remuneration and the benefit in kind (company car). As a matter of principle, this base excludes any other remuneration element. For 2023, the amount corresponding to the expense borne by the Company under this plan represents €13,198 for Sophie ZURQUIYAH.
Contractual termination indemnity	No amount paid to Sophie ZURQUIYAH for the 2023 financial year	No amount allocated to Sophie ZURQUIYAH for the 2023 financial year	For the duration of her term of office, Sophie ZURQUIYAH would benefit from a contractual termination indemnity in the event of termination of her corporate office. These benefits have the following characteristics: Sophie ZURQUIYAH benefits from a contractual termination indemnity in the event of revocation and non-renewal of her term of office within twelve months following a change of control, in the absence of any situation of failure characterized by the non-achievement of the performance conditions described below; No payment shall be made in the event of serious or gross misconduct regardless of the reason for leaving. The payment of the contractual termination indemnity will depend on the average achievement rate of the objectives relating to the annual variable portion of Sophie ZURQUIYAH's remuneration for the last three financial years ended prior to the departure date, in accordance with the following rule: - If the average achievement rate is less than 80%, no contractual termination indemnity will be paid; - If the average achievement rate is equal to or greater than 80% and less than 90%, the contractual termination indemnity will be due at 50% of its amount; - If the average achievement rate is equal to or greater than 90%, the contractual termination indemnity will be due on a straight-line basis between 90% and 100% of its amount.

Remuneration elements put to the vote	Amounts paid in 2023	Amount allocated for 2023 or Accounting valuation	Information
			This contractual termination indemnity will be equal to the difference between (i) a gross amount capped at 200% of the Annual Reference Remuneration and including all sums of any nature whatsoever, and on any basis whatsoever, to which Sophie ZURQUIYAH may be entitled as a result of the termination, and (ii) all sums to which she may be entitled as a result of the implementation of the non-compete commitment. The aggregate of the contractual termination indemnity and the non-compete indemnity may under no circumstances exceed 200% of the corporate officer's Annual Reference Remuneration. Should the combined amount of the two benefits be greater, the contractual termination indemnity would be reduced to the amount of this cap. The Annual Reference Remuneration consists exclusively of the annual fixed remuneration received during the twelve rolling months prior to the notice date, plus the annual average of the variable remuneration due for the last three financial years ended prior to the departure date or beginning of the notice period, if applicable. It is specified that, the Board of Directors must acknowledge, prior to the payment of the special termination indemnity, (i) that the performance conditions described above have been met and (ii) that the contractual termination indemnity complies with the Corporate Governance Code in force at the date of the departure of the person concerned.
Non-compete commitment indemnity	No amount paid to Sophie ZURQUIYAH for the 2023 financial year	No amount allocated to Sophie ZURQUIYAH for the 2023 financial year	Sophie ZURQUIYAH has a non-compete commitment applicable to activities involving services for the acquisition, processing or interpretation of geophysical data, or the supply of equipment or products designed for the acquisition, processing or interpretation of geophysical data, and involving the contribution of the person concerned to projects or activities in the same field as those in which she participated within the CGG group. In consideration for this commitment for a period of 18 months from the date of the termination of Sophie ZURQUIYAH's duties, she would receive remuneration corresponding to 100% of her Annual Reference Remuneration.

Remuneration elements put to the vote	Amounts paid in 2023	Amount allocated for 2023 or Accounting valuation	Information
			The allowance will be paid in instalments and will not be payable when the person concerned claims his or her pension rights and, in any event, beyond the age of 65.

7.2 SAY ON PAY EX ANTE – REMUNERATION POLICY OF CORPORATE OFFICERS

7.2.1 Approval of the remuneration policy of Directors *(eleventh resolution)*

In accordance with article L.22-10-8 of the French Commercial Code, we request you to approve the remuneration policy applicable to the Directors, as presented in the 2023 Universal Registration Document, section 4.2.1.2.c).

7.2.2 Approval of the remuneration policy of the Chairman of the Board of Directors *(twelfth resolution)*

In accordance with article L.22-10-8 of the French Commercial Code, we request you to approve the remuneration policy applicable to the Chairman of the Board of Directors, as presented in the 2023 Universal Registration Document, section 4.2.1.2 a).

7.2.3 Approval of the remuneration policy of the Chief Executive Officer *(thirteenth resolution)*

In accordance with article L.22-10-8 of the French Commercial Code, we request you to approve the remuneration policy applicable to the Chief Executive Officers, as presented in the 2023 Universal Registration Document, section 4.2.1.2.b).

8. DELEGATION OF AUTHORITY TO BUYBACK THE COMPANY'S SHARES *(FOURTEENTH RESOLUTION)*

In the fourteenth resolution, we propose that you grant the Board of Directors, for a period of eighteen (18) months, pursuant to the provisions of Articles L. 22-10-62 and seq. and L. 225-210 and seq. of the French Commercial Code, to purchase, on one or more occasions and at such times as it shall determine, Company shares up to a maximum number of shares that may not exceed 10% of the number of shares making up the share capital as of the date of this General Meeting, adjusted if necessary to take account of any capital increases or reductions or reverse share split (subject to the approval and implementation of the fifteenth resolution of this General Meeting) that may take place during the term of this share purchase program.

This authorization would cancel the authorization given to the Board of Directors by the General Meeting of May 4, 2023 in its thirteenth ordinary resolution.

Acquisitions would be made in order to:

- ensure the facilitation of the secondary market or the liquidity of CGG shares through a liquidity contract entered into with an investment service provider acting in compliance with the market practice admitted by the regulations, it being specified that in this context, the number of shares taken into account for the calculation of the aforementioned limit corresponds to the number of shares purchased, minus the number of shares resold;
- retain purchased shares and subsequently remit them in exchange or as payment in the framework of merger, demerger, contribution of external growth transactions;
- cover stock option plans and/or performance share plans (or similar plans) to employees and/or corporate officers of the Group, including Economic Interest Groups and related companies as well as all allocations of shares under a company or group savings plan (or similar plan), under the company's profit-sharing scheme and/or all other forms of share allocation to employees and/or corporate officers of the Group, including Economic Interest Groups and related companies,
- cover securities giving entitlement to the allocation of shares in the Company within the framework of the regulations in force;

- cancel any shares acquired, in accordance with the authorization granted or to be granted by the Extraordinary General Meeting; and
- generally, to implement any market practice that may be admitted by the French *Autorité des Marchés Financiers* and, more generally, to carry out any other transaction in compliance with applicable regulations (in such a case, the Company will inform its shareholders by means of a press release).

These share purchases may be carried out by any means, including the acquisition of blocks of shares, and at such times as the Board of Directors may determine.

The Company does not intend to use optional mechanisms or derivative instruments.

The Board may not, without the prior authorization of the General Meeting, use this authorization from the filing by a third party of a public offer over the Company's shares, and until the end of the offer period.

We propose that you set the maximum purchase price at 4.02 euros per share (acquisition costs excluded) and consequently the maximum amount of the share purchase program at 286,897,852 euros. In case of operation on capital, in particular a share split or reverse shares split or an allocation of free shares to shareholders, the above-mentioned amount will be adjusted in the same proportions (multiplication coefficient equal to the ratio between the number of shares comprising the capital before the operation and the number of shares after the operation).

9. REVERSE SHARE SPLIT *(FIFTEENTH RESOLUTION)*

The purpose of the fifteenth resolution is to carry out a reverse share split involving the exchange of 100 existing shares with a par value of €0.01 for one new share with a par value of €1.00, without changing the Company's share capital.

The Company currently has a very high number of outstanding shares (713,676,258) compared to its market capitalization and market standards. The low stock price, below €1, negatively impacts the perception of CGG share and increases its volatility. The proposed reverse stock split is expected to reduce the volatility of the stock price, promote its stabilization, give a new dynamic to the Company's stock market life, improve the perception of the Group, and better reflect its development prospects.

10. FINANCIAL DELEGATIONS *(SIXTEENTH TO EIGHTEENTH RESOLUTIONS)*

The purpose of the sixteenth resolution is to authorize the Board of Directors to allocate performance shares to certain employees of the Group and/or to the executive corporate officers of the Company and/or of companies related to it.

The long-term remuneration instruments implemented by the Company contribute to the objective of the remuneration policy by rewarding executives' loyalty and by linking Executive Corporate Officer remuneration to shareholder interests and more globally to the Company's social purpose. This policy enables the Company to reward long-term value creation for the Company, ensuring its sustainability. However, these plans are not reserved solely for the Group's managers; they may also benefit to employees who have contributed to the Group's performance or who have strong potential for development within the Group. As a result, the long-term remuneration policy addresses the objectives to attract and retain talent included in the Group remuneration policy.

These allocations are usually made on an annual basis, in the first semester, after the publication of the financial statements of the preceding fiscal year. The terms and conditions of these allocations are determined by the Board of Directors (which is composed of a majority of independent Directors) upon proposal of the Appointment, Remuneration and Governance Committee (the Chairman of the Committee as well as a majority of its members are independent Directors).

It is specified that these authorizations may not be used from the time a third-party files a proposed public offer for the Company's shares until the end of the offer period.

In addition, considering the delegations of authority likely to result in a share capital increase, you are asked to consider a delegation of authority to increase the capital for the benefit of members of a company savings plan under the eighteenth resolution, in accordance with the regulations in force.

These delegations would supersede, as from the date of the General Meeting, any unused portion of any previous delegation for the same purpose.

10.1 ALLOCATION OF PERFORMANCE SHARES TO CERTAIN EMPLOYEES AND/OR TO EXECUTIVE CORPORATE OFFICERS OF THE COMPANY AND/OR OF COMPANIES RELATED TO IT *(SIXTEENTH RESOLUTION)*

The sixteenth resolution aims at authorizing the Board of Directors to implement performance shares plans pursuant to Articles L. 225-129-1, L. 225-197-1 et seq., L. 22-10-59 and L. 22-10-60 of the French Commercial Code, to the benefit of certain employees of the Company and/or of the companies affiliated to the Company within the meaning of Article L. 225-197-2 of the French Commercial Code.

The allocation conditions are summarized as follows:

- Duration of the authorization: 26 (twenty-six) months from the date of this General Meeting
- Limits:
  - Global limit: 2% of the share-capital as of the date of the meeting of the Board of Directors deciding their allocation.
  - Free allocations of shares subject to the performance condition: 1.50% of the share-capital as of the date of the meeting of the Board of Directors deciding their allocation, distributed as follows:
    - Sub-limit applicable to free allocations of shares to executive corporate officers: 0.30% of the share-capital as of the date of the meeting of the Board of Directors deciding their allocation.
    - Sub-limit applicable to free allocations of shares to employees that are not executive corporate officers: 1.20% of the share-capital as of the date of the meeting of the Board of Directors deciding their allocation.

    100% of the shares granted to executive corporate officers and members of the Executive Leadership Team under this authorization will be subject to the achievement of performance conditions.
  - Free allocations of shares subject to the condition of single presence to employees that are neither executive corporate officers nor members of the Executive Leadership Team: 0.50% of the share capital as of the date of the meeting of the Board of Directors deciding their allocation.
- Minimum acquisition period:
  - For executive corporate officers and members of the Executive Leadership Team: minimum 3 (three) years as from the date of the allocation.
  - For employees not being members of the Executive Leadership Team: minimum 2 (two) years as from the date of the allocation, however a minimum 3-year period shall apply for at least 50% of the shares granted at each allocation.

  The Board of Directors will be allowed to set a longer acquisition period.
- Conservation period: to be decided by the Board of Directors
- Acquisition conditions:
  - Presence condition within the Group at the time of final allocation
  - Performance conditions, to be satisfied during the acquisition period:
    - 30% of the grant is based on the relative evolution of the CGG share price (TSR) versus the evolution of a stock performance index composed of the median of a panel of peers' share prices. Achievement of 130% strictly of the median growth of the peer panel will result in 100% of the shares vesting under this condition. Growth equal to 100% and strictly below 130% of the median growth of the peer panel will result in 75% of the shares vesting linearly up to 100% under this condition. Achievement strictly below 100% will result in no shares vesting under this condition. It is specified that for the assessment of this condition, any increase in the share price due to the reverse share split (subject to the approval and implementation of the fifteenth resolution of this General Meeting) will not be taken into account.
    - 20% of the grant is based on the achievement of a Beyond the Core revenue's objective. In case this objective is not achieved, no rights shall be acquired under this second condition.
    - 30% of the grant is based on Average net debt over Adjusted Segment EBITDAs ratio. In case this objective is not achieved, no rights shall be acquired under this third condition.
    - 20% of the grant is based on the achievement of an environment, social and governance (ESG)

objective scorecard. It includes governance criteria focused on safety, risk management, environmental responsibility, and sustainability. In case this objective is not achieved, no rights shall be acquired under this fourth condition;

The maximum vesting rate for each performance condition may not exceed 100%. Thus, the maximum vesting rate may not exceed 100% of the allocation.

The description of allocations of performance shares in favor of senior executive officers (“*mandataires sociaux*”) is detailed in section 4.2.2.1.B of the 2023 Universal Registration Document.

10.2 DELEGATION TO INCREASE THE SHARE CAPITAL BY ISSUING SHARES AND/OR SECURITIES GRANTING ACCESS TO THE SHARE CAPITAL OF THE COMPANY, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHT, TO THE MEMBERS OF A COMPANY SAVINGS PLAN *(SEVENTEENTH RESOLUTION)*

We submit this resolution to your vote in order to comply with the provisions of Article L. 225-129-6 of the French Commercial Code, under the terms of which the Extraordinary Shareholders' Meeting is called upon to vote on delegations of authority likely to generate immediate or future increases in the share capital in cash, and must therefore also vote on a delegation of authority in favor of the members of a company savings plan.

Under this delegation, it is proposed to delegate to the Board of Directors the authority toto increase the share capital on one or more occasions, at its sole discretion, by issuing ordinary shares or securities granting access to the Company's capital for the benefit of members of one or more company or group savings plans set up by the Company and/or the French or foreign companies affiliated with it under the terms of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code.

Pursuant to the provisions of Article L. 3332-21 of the French Labor Code, that the Board of Directors shall be entitled to grant to the beneficiaries defined in the first paragraph above, free of charge, shares to be issued or already issued or other securities granting access to the Company’s capital to be issued or already issued in respect of (i) the employer's contribution which may be paid in accordance with the regulations governing company or group savings plans, and/or (ii) where applicable, the discount, and may decide, in the event of the issue of new shares in respect of the discount and/or the employer's contribution, to incorporate in the capital the reserves, profits or premiums necessary to pay up the said shares.

In accordance with the law, the General Meeting would cancel shareholders' preferential subscription rights to the shares and securities that may be issued pursuant to this delegation.

The maximum aggregate amount of the increase(s) in capital that may be completed by the use of this delegation to 2 % of the amount of share capital as of the date of this General Meeting. This amount would to be deducted from the maximum nominal amount of ordinary shares that may be issued under the eighteenth resolution of this General Meeting (Delegation of authority to increase the share capital with preferential subscription right) and from the overall ceiling set in the sixteenth resolution of the Combined General Meeting of May 4, 2023.

To this amount shall be added, as the case may be, the nominal amount of the capital increase required to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other methods of preservation, the rights of holders of shares or securities giving access to the Company's capital.

This delegation would be granted for twenty-six (26) months.

It is specified that the price of the shares to be issued, pursuant to this delegation, may not be more than 20% lower than the average price of the share during the twenty (20) trading days preceding the day of the decision fixing the opening date of the subscription, nor higher than this average.

The Board of Directors may not, except with the prior authorization of the General Meeting, make use of this delegation of authority from the filing by a third party of a public offer over the Company’s shares, and until the end of the offer period.

10.3 GLOBAL CEILING FOR DELEGATIONS PRESENTED IN THE SIXTEENTH AND SEVENTEENTH RESOLUTIONS *(EIGHTEENTH RESOLUTION)*

We propose, subject to the approval of the sixteenth and seventeenth resolutions, that you set at 4% of the share capital of the Company on the date of this General Meeting, the ceiling of the aggregate nominal amount of immediate or future share capital increases that may be implemented under the authority delegated to the Board of Directors pursuant to the sixteenth and seventeenth resolutions of this General Meeting. It is specified that this amount does not include any adjustment that could be made in accordance with legal and regulatory provisions.

11. CHANGE OF CORPORATE NAME AND AMENDMENT TO ARTICLE 3 OF THE ARTICLES OF ASSOCIATION *(NINETEENTH RESOLUTION)*

The Board of Directors supports the resolution to change the corporate name from CGG to **Viridien**, positioning the Company to accelerate its transition into a technology company.

In 2018, CGG launched a strategy to transition into a Technology company. The strategy had three key pillars: First, become asset light, ensure an efficient cost base, and enable the Company to better generate cash. Second, focus on technology differentiation in our core profitable businesses and third, develop new areas of profitable growth.

Since that time, we have divested all our data acquisition services, structured the Company to organically generate cash, and, with the end of our contractual vessel commitments in early 2025, we will become fully asset light. In 2023 we organically delivered US$32 million in net free cash, including US$(66) million in contractual fees from vessel commitments.

We also increased our differentiation and leadership in our core Geoscience, Earth Data and Sensing & Monitoring businesses, and have our New Businesses ideally placed for growth in the Low Carbon markets of CCUS and Minerals & Mining, as well as the Infrastructure Monitoring and High-Performance Computing markets outside of oil & gas. In 2023, these New Businesses generated US$90 million in revenue.

Given the successful implementation of our strategy and the growth of these New Businesses in new markets, together with the macro market trends, of increasing global energy demand, a growing commitment to take care of the planet we live on, the ongoing energy transition, and the continued acceleration of digital technology, the current CGG brand no longer fully reflects who we are today and want to be in the future.

To support the Company's growth and our longer-term future which rely on these new offerings in markets beyond oil & gas, our Board of Directors encourages the shareholders to vote in favour of the resolution to change the corporate name from CGG to Viridien. Updating our corporate name and brand makes a clear commitment to all stakeholders of who we are today and where we are going in the future, better supports our new businesses to attract new clients in new markets and strengthens our ability to attract the talent required to achieve our ambitions as we continue to progress along our strategic path.

Following the shareholders' approval, the Company will update its corporate name and brand to Viridien, connecting the Company's 90+ year history to its future and confidently positioning it for growth.

For more information see https://www.cgg.com/cgg-to-become-viridien

This change of corporate name would result in a change to Article 3 of the Articles of Association.

The Board of Directors invites you to approve by your vote the text of the resolutions as proposed.

THE BOARD OF DIRECTORS

The table summarizing the status of use of the delegations and financial authorizations in force during 2023 are set forth in Appendix 1.

The table summarizing the delegations and financial authorizations proposed to this General Meeting is set forth in Appendix 2.